

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

|  |   |  |
|--|---|--|
| In re:                                 | ) | Chapter 11   |
|  | ) |  |
| W. R. GRACE & CO., et al. <sup>1</sup> | ) | Case No. 01-1139 (JKF)                                 |
|  | ) | Jointly Administered                                   |
| Debtors.                               | ) |  |
|  |   | <b>Objection Date: April 20, 2010</b>                  |
|  |   | <b>Hearing Deadline: to be scheduled, if necessary</b> |

**THIRTY-EIGHTH MONTHLY FEE APPLICATION OF OGILVY RENAULT LLP  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES  
AS SPECIAL COUNSEL FOR THE DEBTORS AND DEBTORS-IN-POSSESSION  
FOR THE PERIOD FROM FEBRUARY 1, 2010 THROUGH FEBRUARY 28, 2010**

|  |   |
|--|---|
| Name of Applicant:   | Ogilvy Renault LLP ("OR")                                     |
| Authorized to Provide Professional Services to:                            | W.R. Grace & Co., et al., Debtors and Debtors in Possession   |
| Date of Retention:   | Retention Order entered and effective as of December 18, 2006 |
| Period for which Compensation and Reimbursement is Sought:                 | February 1, 2010 to February 28, 2010                         |
| Amount of Compensation Sought as Actual, Reasonable and Necessary:         | \$96,649.00 <sup>2</sup>                                      |
| Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary | \$3,072.97  |

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food' N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

<sup>2</sup> All dollar amounts reflected in this Monthly Fee Application are in Canadian currency.

This is a:  monthly  interim  final application.

The total time expended for preparation of this fee application is approximately three (3) hours and the corresponding estimated compensation requested is approximately \$525.00<sup>3</sup>. This is OR's monthly application for interim compensation of services for the interim fee period February 1, 2010 to February 28, 2010 (the "Fee Period").

#### PRIOR APPLICATIONS FILED

| Date Filed            | Period Covered    | Requested Fees | Requested Expenses | Approved Fees <sup>4</sup> | Approved Expenses |
|-----------------------|-------------------|----------------|--------------------|----------------------------|-------------------|
| 03/16/07              | 10/17/06-01/31/07 | \$102,612.50   | \$665.48           | \$82,090.00                | \$665.48          |
| 04/24/07              | 02/01/07-02/28/07 | \$45,825.50    | \$328.67           | n/a                        | \$328.67          |
| 05/10/07 <sup>5</sup> | 02/01/07-02/28/07 | \$97.50        | \$0.00             | \$36,738.40                | n/a               |
| 05/10/07              | 03/01/07-03/31/07 | \$57,662.00    | \$5,125.70         | \$46,129.60                | \$5,125.70        |
| 06/08/07              | 04/01/07-04/30/07 | \$47,014.00    | \$1,540.51         | \$37,611.20                | \$1,540.51        |
| 06/27/07              | 05/01/07-05/31/07 | \$21,853.00    | \$296.98           | \$17,482.40                | \$296.98          |
| 08/03/07              | 06/01/07-06/30/07 | \$34,799.00    | \$2,223.81         | \$27,839.20                | \$2,223.81        |
| 08/28/07              | 07/01/07-07/31/07 | \$85,426.50    | \$206.43           | \$68,341.20                | \$206.43          |
| 09/24/07              | 08/01/07-08/31/07 | \$74,819.50    | \$335.00           | \$59,855.60                | \$335.00          |
| 11/08/07              | 09/01/07-09/30/07 | \$104,938.00   | \$104,661.80       | \$83,950.40                | \$104,661.80      |
| 11/20/07              | 10/01/07-10/31/07 | \$87,103.50    | \$488.03           | \$69,682.80                | \$488.03          |
| 01/11/08              | 11/01/07-11/30/07 | \$77,944.00    | \$6,166.86         | \$62,355.20                | \$6,166.86        |
| 01/28/08              | 12/01/07-12/31/07 | \$8,348.50     | \$99.93            | \$6,678.80                 | \$99.93           |
| 02/28/08              | 01/01/08-01/31/08 | \$10,198.50    | \$88.70            | \$8,158.80                 | \$88.70           |
| 04/01/08              | 02/01/08-02/29/08 | \$24,299.50    | \$449.80           | \$19,439.60                | \$449.80          |
| 04/24/08              | 03/01/08-03/31/08 | \$45,098.50    | \$1,296.53         | \$36,078.80                | \$1,296.53        |
| 05/15/08              | 04/01/08-04/30/08 | \$50,569.50    | \$2,757.72         | \$40,455.60                | \$2,757.72        |

<sup>3</sup> The actual number of hours expended preparing this Application and the corresponding compensation requested will be set forth in OR's subsequent fee applications.

<sup>4</sup> The "Approved Fees" amount represents 80% of the fees requested by OR.

<sup>5</sup> This application was filed as a "corrected" second monthly fee application to replace and correct errors related to the amount of compensation sought pursuant to the original second monthly fee application (the "Original Second Monthly") filed on April 24, 2007. The corrected second monthly fee application requests an additional \$97.50 on top of what was requested in the Original Second Monthly.

| Date Filed | Period Covered    | Requested Fees | Requested Expenses | Approved Fees <sup>4</sup> | Approved Expenses |
|------------|-------------------|----------------|--------------------|----------------------------|-------------------|
| 06/20/08   | 05/01/08-05/31/08 | \$87,505.50    | \$1,965.87         | \$70,004.40                | \$1,965.87        |
| 07/31/08   | 06/01/08-06/30/08 | \$64,835.50    | \$316.78           | \$51,868.40                | \$316.78          |
| 08/26/08   | 07/01/08-07/31/08 | \$56,187.00    | \$76.66            | \$44,949.60                | \$76.66           |
| 09/22/08   | 08/01/08-08/31/08 | \$107,954.50   | \$573.95           | \$86,363.60                | \$573.95          |
| 10/31/08   | 09/01/08-09/30/08 | \$223,082.00   | \$3,009.77         | \$178,465.60               | \$3,009.77        |
| 11/18/08   | 10/01/08-10/31/08 | \$46,804.00    | \$566.87           | \$37,448.20                | \$566.87          |
| 01/06/09   | 11/01/08-11/30/08 | \$18,141.00    | \$293.58           | \$14,512.80                | \$293.58          |
| 01/29/09   | 12/01/08-12/31/08 | \$5,222.00     | \$101.31           | \$4,177.00                 | \$101.31          |
| 02/19/09   | 01/01/09-01/31/09 | \$7,232.00     | \$34.48            | \$5,785.60                 | \$34.48           |
| 03/19/09   | 02/01/09-02/28/09 | \$20,934.00    | \$217.02           | \$16,747.20                | \$217.02          |
| 04/16/09   | 03/01/09-03/31/09 | \$29,166.00    | \$674.25           | \$23,332.80                | \$674.25          |
| 06/02/09   | 04/01/09-04/30/09 | \$18,798.50    | \$37.33            | \$15,038.80                | \$37.33           |
| 06/16/09   | 05/01/09-05/31/09 | \$5,743.00     | \$28.75            | \$4,594.40                 | \$28.75           |
| 07/22/09   | 06/01/09-06/30/09 | \$8,340.50     | \$145.70           | \$6,672.40                 | \$145.70          |
| 08/21/09   | 07/01/09-07/31/09 | \$15,320.52    | \$200.52           | \$12,256.42                | \$200.52          |
| 09/23/09   | 08/01/09-08/31/09 | \$3,558.00     | \$57.51            | \$2,846.40                 | \$57.51           |
| 10/26/09   | 09/01/09-09/30/09 | \$32,965.50    | \$926.42           | \$26,372.40                | \$926.42          |
| 12/02/09   | 10/01/09-10/31/09 | \$50,301.50    | \$485.51           | \$40,241.20                | \$485.51          |
| 12/17/09   | 11/01/09-11/30/09 | \$29,593.50    | \$214.69           | \$23,674.80                | \$214.69          |
| 02/02/10   | 12/01/09-12/31/09 | \$80,158.50    | \$535.59           | \$64,126.80                | \$535.59          |
| 02/23/10   | 01/01/10-01/31/10 | \$80,809.50    | \$556.77           | Pending                    | Pending           |

OR PROFESSIONALS

| Name of Professional Individual | Position of the Applicant, Year of Obtaining License to Practice | Hourly Billing Rate | Hours Billed <sup>6</sup> | Compensation |
|---------------------------------|--|---------------------|---------------------------|--------------|
| Orestes Pasparakis              | Partner, Year of Call to the Ontario Bar – 1995                  | \$760.00            | 75.70                     | \$57,532.00  |
| Teresa Walsh                    | Partner, Year of Call to the Ontario Bar – 1996                  | \$575.00            | 1.20                      | \$690.00     |

<sup>6</sup> Some professional time that was spent during the Interim Period may be reflected in a subsequent application and some professional time that was spent during the previous Interim Period may be reflected in this Application.

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| Name of Professional Individual | Position of the Applicant, Year of Obtaining License to Practice | Hourly Billing Rate | Hours Billed <sup>6</sup> | Compensation |
|---------------------------------|--|---------------------|---------------------------|--------------|
| Susan Rothfels                  | Partner, Year of Call to the Ontario Bar – 1997                  | \$560.00            | 1.50                      | \$840.00     |
| Allison Kuntz                   | Associate, Year of Call to the Ontario Bar – 2004                | \$390.00            | 87.10                     | \$33,969.00  |
| Vasuda Sinha                    | Associate, Year of Call to the Ontario Bar – 2008                | \$245.00            | 8.50                      | \$2,082.50   |
| Nicholas Saint-Martin           | Student-at-law   | \$185.00            | 3.0                       | \$555.00     |
| Penny Adams                     | Law Clerk, n/a   | \$190.00            | 1.20                      | \$228.00     |
| Katie Legree                    | Law Clerk, n/a   | \$175.00            | 4.30                      | \$752.50     |

**Total Fees:** **\$96,649.00**

**Total Hours:** **182.50**

**Blended Rate:** **\$529.58**

#### **TASK CODE SUMMARY**

|              | Project Category                     | Billed Hours  | Fees Requested     |
|--------------|--------------------------------------|---------------|--------------------|
| 0006         | Litigation and Litigation Consulting | 175.80        | \$94,978.50        |
| 0008         | Fee Applications, Applicant          | 6.70          | \$1,670.50         |
| <b>Total</b> |                                      | <b>182.50</b> | <b>\$96,649.00</b> |

#### **EXPENSE SUMMARY**

**Invoice No. 976888 (Litigation and Litigation Consulting – File No. 01016442-0006)**

| Description                                  | Timekeeper         | Amount   |
|--|--------------------|----------|
| Process Server Fee - KAP LITIGATION SERVICES | Allison Kuntz      | \$80.00  |
| Travel Expenses                              | Orestes Pasparakis | \$106.00 |
| Taxis  | Orestes Pasparakis | \$10.60  |

| Description                                     | Timekeeper         | Amount   |
|---|--------------------|----------|
| Taxis   | Orestes Pasparakis | \$4.24   |
| Hotel Accommodations                            | Orestes Pasparakis | \$469.62 |
| Airfare   | Orestes Pasparakis | \$708.89 |
| Taxis   | Orestes Pasparakis | \$57.69  |
| Meals   | Orestes Pasparakis | \$53.50  |
| Process Server Fee – KAP<br>LITIGATION SERVICES | Allison Kuntz      | \$65.00  |
| Copies  | Allison Kuntz      | \$148.70 |
| Long Distance Calls                             | Allison Kuntz      | \$0.69   |
| External DB/Quicklaw                            | Lisa Lefkowitz     | \$3.01   |
| Long Distance Calls                             | Allison Kuntz      | \$0.70   |
| Copies  | Allison Kuntz      | \$3.80   |
| Copies  | Allison Kuntz      | \$13.40  |
| Long Distance Calls                             | Karen Ostrom       | \$0.70   |
| Copies  | Allison Kuntz      | \$0.60   |
| Overtime – Secretarial                          | Allison Kuntz      | \$195.00 |
| Meals   | Allison Kuntz      | \$6.67   |
| Copies  | Allison Kuntz      | \$12.40  |
| Copies  | Allison Kuntz      | \$0.80   |
| Long Distance Calls                             | Allison Kuntz      | \$3.36   |
| Long Distance Calls                             | Allison Kuntz      | \$0.41   |
| Copies  | Allison Kuntz      | \$2.20   |
| Copies  | Allison Kuntz      | \$294.10 |
| Copies  | Allison Kuntz      | \$307.20 |
| External DB – Quicklaw                          | Karen Ostrom       | \$0.58   |
| Long Distance Calls                             | Allison Kuntz      | \$0.69   |
| Copies  | Allison Kuntz      | \$59.10  |
| Copies  | Allison Kuntz      | \$7.20   |
| Long Distance Calls                             | Allison Kuntz      | \$3.36   |
| Long Distance Calls                             | Allison Kuntz      | \$0.48   |
| Long Distance Calls                             | Karen Ostrom       | \$0.70   |
| External DB – Quicklaw                          | Allison Kuntz      | \$9.90   |
| Long Distance Calls                             | Allison Kuntz      | \$1.41   |
| Long Distance Calls                             | Karen Ostrom       | \$0.66   |

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| Description                                     | Timekeeper         | Amount           |
|---|--------------------|------------------|
| Long Distance Calls                             | Karen Ostrom       | \$0.96           |
| Courier Service – QA                            | Orestes Pasparakis | \$4.88           |
| Long Distance Calls                             | Allison Kuntz      | \$2.12           |
| Courier Service – QA                            | Allison Kuntz      | \$41.63          |
| Copies  | Allison Kuntz      | \$34.00          |
| Courier Service – QA                            | Orestes Pasparakis | \$18.06          |
| Courier Service – QA                            | Orestes Pasparakis | \$14.63          |
| Courier Service – QA                            | Orestes Pasparakis | \$32.63          |
| Copies  | Allison Kuntz      | \$3.40           |
| Copies  | Allison Kuntz      | \$0.80           |
| Taxis   | Allison Kuntz      | \$14.42          |
| Long Distance Calls                             | Allison Kuntz      | \$1.32           |
| Long Distance Calls                             | Allison Kuntz      | \$3.96           |
| Copies  | Karen Ostrom       | \$0.20           |
| Long Distance Calls                             | Allison Kuntz      | \$7.26           |
| Process Server Fee – KAP<br>LITIGATION SERVICES | Allison Kuntz      | \$100.00         |
| Process Server Fee – KAP<br>LITIGATION SERVICES | Allison Kuntz      | \$40.00          |
| Process Server Fee – KAP<br>LITIGATION SERVICES | Allison Kuntz      | \$40.00          |
| <b>TOTAL</b>                                    |                    | <b>\$2993.63</b> |

Invoice No. 979034 (Fee Applications, Applicant – File No. 01016442-0008)

| Description             | Timekeeper      | Amount         |
|-------------------------|-----------------|----------------|
| Courier Service – FedEx | Derrick Tay     | \$30.25        |
| Courier Service – FedEx | Derrick Tay     | \$44.49        |
| Copies                  | Christine James | \$2.30         |
| Copies                  | Christine James | \$2.30         |
| <b>TOTAL</b>            |                 | <b>\$79.34</b> |

| Expense Category            | Total Expenses    |
|-----------------------------|-------------------|
| Courier Service – FedEx     | \$74.74           |
| Courier Service – QA        | \$111.83          |
| Copies                      | \$892.50          |
| External DB Search/Quicklaw | \$13.49           |
| Long Distance Call          | \$28.78           |
| Process Server Fee          | \$325.00          |
| Overtime – Secretarial      | \$195.00          |
| Travel Expenses             | \$106.00          |
| Hotel Accommodations        | \$469.62          |
| Meals                       | \$60.17           |
| Taxis                       | \$86.95           |
| Airfare                     | \$708.89          |
| <b>Total</b>                | <b>\$3,072.97</b> |

WHEREFORE, OR respectfully requests that (a) an allowance be made to it, as fully described above for (i) 80% of the amount of \$96,649.00 for reasonable and necessary professional services that OR has rendered to the Debtors during the Fee Period (\$77,319.20) and (ii) 100% of the reimbursement of actual and necessary costs and expenses incurred by OR during the Fee Period (\$3,072.97); (b) both fees and expenses are payable as administrative expenses of the Debtors' estates; and (c) this Court grant such further relief as is equitable and just.

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Dated: March 29, 2010

**OGILVY RENAULT LLP**

*Teresa A. Walsh*  
Teresa J. Walsh LSUC#: 385140  
Suite 3800, 200 Bay Street  
Royal Bank Plaza, South Tower  
Toronto, Ontario, Canada M5J 2Z4  
Telephone: (416) 216-4080  
Facsimile: (416) 216-3930

Special Counsel for the Debtors and Debtors in  
Possession

**VERIFICATION**

PROVINCE OF ONTARIO :

CITY OF TORONTO :

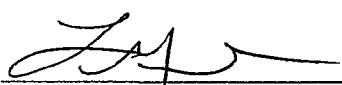
Teresa J. Walsh, after being duly sworn according to law, deposes and says:

(a) I am a partner with the law firm of Ogilvy Renault LLP ("OR").

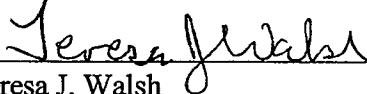
(b) I am familiar with the legal services rendered by OR as special counsel to the Debtor and Debtors in Possession by the lawyers and paraprofessionals of OR.

(c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I submit that I have been duly advised by our agent James O'Neill with the law firm of Pachulski, Stang, Ziehl & Jones LLP that the Application substantially complies with Local Bankruptcy Rules for the District of Delaware.

SWORN AND SUBSCRIBED before  
me this 29 day of March, 2010.

  
A Commissioner for Taking  
Affidavits

L. MIGUEL MENDES

  
Teresa J. Walsh